IN THE UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

MICROSOFT CORPORATION,	§	
a Washington corporation,	§	
	§	
Plaintiff,	§	
	§	
v.	§	CIVIL ACTION NO.
	§	
BELLAIRE COMPUTER &	§	
COMMUNICATION, INC., a Texas	§	
corporation d/b/a \$35 COMPUTER	§	
REPAIR; and ANGELA CHEN, an	§	
individual,	§	
	§	
Defendants.	§	

COMPLAINT

This is an action by Microsoft Corporation ("Microsoft") to recover damages arising from infringement of Microsoft's copyrights and trademarks in its software programs by Bellaire Computer & Communication, Inc., a Texas corporation doing business as \$35 Computer Repair; and Angela Chen, an individual (collectively "Defendants") and to enjoin Defendants' future infringement. Defendants continued to distribute infringing Microsoft software even after Microsoft informed them of their illegal activity and warned them of the consequences. By this conduct, Defendants have infringed Microsoft's copyrights and trademarks, violated the Lanham Act by falsely designating the origin of software and/or related components, and engaged in unfair competition. Microsoft seeks damages, an accounting, the imposition of a constructive trust upon Defendants' illegal profits, and injunctive relief.

THE PARTIES

- 1. Microsoft is a Washington corporation with its principal place of business located at One Microsoft Way, Redmond, Washington. Microsoft develops, markets, distributes and licenses computer software.
- 2. Upon information and belief, defendant Bellaire Computer & Communication, Inc. is a Texas corporation that does business as \$35 Computer Repair (collectively "\$35 Computer Repair"), in Houston, Texas. \$35 Computer Repair is engaged in the business of advertising, marketing, installing, offering, and distributing computer hardware and software, including purported Microsoft software.
- 3. Upon information and belief, defendant Angela Chen, an individual, is an owner, officer, director and/or otherwise controls \$35 Computer Repair. Upon information and belief, Angela Chen resides and transacts substantial business in this district. Upon information and belief, Angela Chen (a) personally participated in and/or (b) had the right and ability to supervise, direct and control the wrongful conduct alleged in this Complaint, (c) derived direct financial benefit from that wrongful conduct.

JURISDICTION

- 4. This Court has subject matter jurisdiction over Microsoft's claims for trademark infringement, copyright infringement and related claims pursuant to 15 U.S.C. § 1121, 17 U.S.C. § 501, 28 U.S.C. § 1331 and 1338(a).
- 5. This Court has supplemental jurisdiction over Microsoft's claims arising under the laws of Texas pursuant to 28 U.S.C. § 1367(a) because these claims are so related to Microsoft's claims under federal law that they form part of the same case or controversy and derive from a common nucleus of operative fact.

VENUE

6. Venue is proper in this Court pursuant to 28 U.S.C. § 1391(b) and § 1400(a) because (a) the acts of infringement and other wrongful conduct alleged occurred in the Southern District of Texas, (b) Defendants may be found in the Southern District of Texas, and (c)

Defendants have a sufficient connection with the Southern District of Texas to make venue proper in this district, all as alleged in this Complaint.

FACTS COMMON TO ALL CLAIMS

- 7. Microsoft develops, advertises, markets, distributes, and licenses a number of computer software programs. Microsoft's software programs are recorded on magnetic diskettes and/or CD-ROMs, and they are packaged and distributed together with associated proprietary materials such as user's guides, user's manuals, end user license agreements, and other components.
- 8. <u>Microsoft Windows XP Pro</u>: Microsoft has developed, advertises, markets, distributes, and licenses a software package known as Microsoft Windows XP Professional ("Windows XP Pro"). Windows XP Pro is an operating system for desktop and laptop systems. It performs a number of computer-related operations including, but not limited to, providing support for various applications and allowing remote access to data and applications stored on Windows XP Pro desktops from network connections. Microsoft holds a valid copyright in Windows XP Pro (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Registration Certificate for Microsoft Windows XP Pro, bearing the number TX 5-407-055, is attached hereto as Exhibit 1 and is incorporated by reference.
- 9. <u>Microsoft Office 2003 Professional</u>: Microsoft Office 2003 Professional ("Office 2003 Pro") is a suite of popular Microsoft software programs. Microsoft holds a valid copyright in Office 2003 Pro (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Registration Certificate for Microsoft Office 2003 Pro, bearing the number TX-5-837-617, is attached hereto as Exhibit 2 and is incorporated by reference. Office 2003 Pro includes the following popular Microsoft software programs:
- A. <u>Microsoft Office Excel 2003</u>, a program that allows users to create spreadsheets, perform calculations, and store numerical data. Microsoft holds a valid copyright

in Microsoft Office Excel 2003 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Office Excel 2003, bearing the number TX 5-837-636, is attached hereto as Exhibit 3 and is incorporated by reference.

- B. <u>Microsoft Office Outlook 2003</u>, a program that allows users and networked teams to create and manage calendars, tasks, and contacts. Microsoft holds a valid copyright in Microsoft Office Outlook 2003 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Office Outlook 2003, bearing the number TX 5-900-087, is attached hereto as Exhibit 4 and is incorporated by reference.
- C. <u>Microsoft Office PowerPoint 2003</u>, a program that allows users to create, organize, and present overhead and slide presentations. Microsoft holds a valid copyright in Microsoft Office PowerPoint 2003 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Office PowerPoint 2003, bearing the number TX 5-852-649, is attached hereto as Exhibit 5 and is incorporated by reference.
- D. <u>Microsoft Office Word 2003</u>, a program that allows users to create and edit reports and documents. Microsoft holds a valid copyright in Microsoft Office Word 2003 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Office Word 2003, bearing the number TX 5-900-088, is attached hereto as Exhibit 6 and is incorporated by reference.
- E. <u>Microsoft Publisher 2003</u>, a desktop publishing program that allows users to create, customize, and publish materials such as newsletters, brochures, flyers, catalogs, and

Web sites. Microsoft holds a valid copyright in Microsoft Publisher 2003 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Publisher 2003, bearing the number TX 5-837-618, is attached hereto as Exhibit 7 and is incorporated by reference.

- F. <u>Microsoft Business Contact Manager for Outlook 2003</u>, a program which manages customer relationships. Microsoft holds a valid copyright in Business Contact Manager for Outlook 2003 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Business Contact Manager for Outlook 2003, bearing the number TX 5-877-513, is attached hereto as Exhibit 8 and is incorporated by reference.
- G. <u>Microsoft Access 2003</u>, a program that allows users to create and manipulate databases and store data. Microsoft holds a valid copyright in Microsoft Access 2003 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Access 2003, bearing the number TX 5-901-713, is attached hereto as Exhibit 9 and is incorporated by reference.
- 10. Microsoft has also duly and properly registered a number of trademarks and a service mark in the United States Patent and Trademark Office on the Principal Register, including, but not limited to:
- A. "MICROSOFT," Trademark and Service Mark Registration No. 1,200,236, for computer programs and computer programming services;
- B. "MICROSOFT," Trademark Registration No. 1,256,083, for computer hardware and software manuals, newsletters, and computer documentation;
- C. WINDOWS, Trademark Registration No. 1,872,264 for computer programs and manuals sold as a unit;

- D. COLORED FLAG DESIGN, Trademark Registration No. 2,744,843, for computer software;
- E. "POWERPOINT," Trademark Registration No. 1,475,795, for prerecorded computer programs recorded on magnetic disks;
- F. "MICROSOFT ACCESS," Trademark Registration No. 1,741,086, for computer programs for use with databases and manuals sold as a unit;
- G. "OUTLOOK," Trademark Registration No. 2,188,125, for computers programs, specifically programs providing enhanced electronic mail and scheduling capabilities and instructional manuals sold as a unit; and
- H. COLOR FOUR SQUARE LOGO, Trademark Registration No. 2,999,281, for computer software, including application and business software for use in word processing, spreadsheets, presentation graphics, e-mail, and scheduling;

True and correct copies of the Trademark Registrations for A through H above are attached hereto as Exhibits 10 through 17, respectively, and are incorporated by reference.

Defendants' Infringement

- 11. Defendants are engaged in the advertising, marketing, installation, offering and distribution of computer hardware and software, including programs covered by Microsoft's registered copyrights and bearing Microsoft's registered trademarks or imitations thereof.
- 12. By letter dated June 27, 2008, Microsoft notified Defendants that it had received a report that they may have distributed illegal and/or unlicensed Microsoft software, and it warned them of the consequences of such misconduct.
- 13. By letter dated July 17, 2009, Microsoft notified Defendants that it had received another report that they may have distributed illegal and/or unlicensed Microsoft software, and it warned them of the consequences of such misconduct.
- 14. Nevertheless, in or about November 2009, Defendants distributed to an investigator computer systems with infringing Windows XP Pro and Office 2003 Pro software.

- 15. On information and belief, this is not an isolated incident. Rather, Defendants have been and continue to be involved in advertising, marketing, installing, offering, and/or distributing counterfeit and infringing copies of Microsoft software and/or related components to unidentified persons or entities. On information and belief, Defendants' distributions of purported Microsoft software are the result of Defendants' advertising and marketing the availability of such materials.
- 16. On information and belief, Defendants' wrongful conduct includes the advertising, marketing, installing, and/or distribution of infringing materials, specifically reproductions, copies, or colorable imitations of Microsoft copyrighted materials and/or the Microsoft trademarks, logos, and service mark described in this Complaint.
- 17. On information and belief, Defendants have committed and are continuing to commit acts of copyright and trademark infringement against Microsoft. On information and belief, at a minimum, Defendants were willfully blind and acted in reckless disregard of Microsoft registered copyrights and marks.
- 18. On information and belief, Microsoft has been harmed by the advertising activities, including the unauthorized use of Microsoft copyright protected material, and the unauthorized use of Microsoft marks to describe the items that Defendants are distributing. Through this conduct, Defendants have misappropriated Microsoft advertising ideas and style of doing business and have infringed Microsoft copyrights, titles, and slogans. On information and belief, the injuries and damages that Microsoft has sustained have been directly and proximately caused by Defendants' wrongful misappropriation of Microsoft advertising ideas and style of doing business and infringement of Microsoft copyrights, titles, and slogans.

First Claim

[Copyright Infringement – 17 U.S.C. § 501, et seq.]

Against Defendants

19. Microsoft repeats and incorporates by this reference each and every allegation set forth in paragraphs 1 through 18, inclusive.

- 20. Microsoft is the sole owner of Microsoft Windows XP Pro, Office 2003 Pro, Office Excel 2003, Office Outlook 2003, Office PowerPoint 2003, Office Word 2003, Publisher 2003, Business Contact Manager for Outlook 2003, and Office Access 2003, and of their corresponding copyrights and Certificates of Registration.
- 21. Defendants have infringed the copyrights in Microsoft's software, including but not limited Microsoft Windows XP Pro, Office 2003 Pro, Office Excel 2003, Office Outlook 2003, Office PowerPoint 2003, Office Word 2003, Publisher 2003, Business Contact Manager for Outlook 2003, and Office Access 2003, by distributing infringing materials in the United States of America without approval or authorization from Microsoft.
- 22. At a minimum, Defendants acted with willful blindness to and in reckless disregard of Microsoft's registered copyright.
- 23. As a result of their wrongful conduct, Defendants are liable to Microsoft for copyright infringement. 17 U.S.C. § 501. Microsoft has suffered damages. Microsoft is entitled to recover damages, which include any and all profits Defendants have made as a result of their wrongful conduct. 17 U.S.C. § 504. Alternatively, Microsoft is entitled to statutory damages under 17 U.S.C. § 504(c).
- 24. In addition, because Defendants' infringement has been willful, within the meaning of the Copyright Act, the award of statutory damages should be enhanced in accordance with 17 U.S.C. § 504(c)(2).
- 25. Microsoft is also entitled to injunctive relief pursuant to 17 U.S.C. § 502 and to an order impounding any and all infringing materials pursuant to 17 U.S.C. § 503. Microsoft has no adequate remedy at law for Defendants' wrongful conduct because, among other things, (a) Microsoft's copyrights are unique and valuable property which have no readily determinable market value, (b) Defendants' infringement harms Microsoft's such that Microsoft could not be made whole by any monetary award, and (c) Defendants' wrongful conduct, and the resulting damage to Microsoft, is continuing.

26. Microsoft is also entitled to recover its attorneys' fees and costs of suit. 17 U.S.C. § 505.

Second Claim

[Trademark Infringement – 15 U.S.C. § 1114]

Against Defendants

- 27. Microsoft repeats and incorporates by this reference each and every allegation set forth in paragraphs 1 through 26, inclusive.
- 28. Defendants' activities constitute infringement of Microsoft's federally registered trademarks and service mark in violation of the Lanham Trademark Act, including but not limited to 15 U.S.C. § 1114(1).
- 29. Because Microsoft advertises, markets, distributes, and licenses its software under the trademarks and service mark described in this Complaint, these trademarks and service mark are the means by which Microsoft's software is distinguished from the software and related items of others in the same or related fields.
- 30. Because of Microsoft's long, continuous, and exclusive use of these trademarks and service mark, they have come to mean, and are understood by customers, end users, and the public to signify, software programs or services of Microsoft.
- 31. The infringing materials that Defendants have and are continuing to use, offer, advertise, market, install, or distribute are likely to cause confusion, mistake, or deception as to their source, origin, or authenticity.
- 32. Further, Defendants' activities are likely to lead the public to conclude, incorrectly, that the infringing materials that Defendants are using, advertising, marketing, installing, offering, or distributing originate with or are authorized by Microsoft, to the damage and harm of Microsoft, its licensees, and the public.
- 33. Upon information and belief, Defendants used, offered, advertised, marketed, installed, or distributed infringing material with the purposes of misleading, deceiving, or

confusing customers and the public as to the origin and authenticity of the infringing materials and of trading upon Microsoft's business reputation.

- 34. At a minimum, Defendants acted with willful blindness to and in reckless disregard of Microsoft's registered marks.
- 35. As a result of their wrongful conduct, Defendants are liable to Microsoft for trademark infringement. 15 U.S.C. § 1114(1). Microsoft has suffered damages. Microsoft is entitled to recover damages, which include any and all profits Defendants have made as a result of their wrongful conduct. 15 U.S.C. § 1117(a).
- 36. In addition, because Defendants' infringement of Microsoft's trademarks and service mark was willful, within the meaning of the Lanham Act, the award of actual damages and profits should be trebled pursuant to 15 U.S.C. §1117(b). Alternatively, Microsoft is entitled to statutory damages under 15 U.S.C. § 1117(c).
- 37. Microsoft is also entitled to injunctive relief pursuant to 15 U.S.C. § 1116(a) and to an order compelling the impounding of all infringing materials being used, offered, marketed, or distributed by Defendants pursuant to 15 U.S.C. § 1116, subsections (a) and (d)(1)(A), and 28 U.S.C. § 1651. Microsoft has no adequate remedy at law for Defendants' wrongful conduct because, among other things, (a) Microsoft's trademarks and service mark are unique and valuable property which have no readily determinable market value, (b) Defendants' infringement constitutes harm to Microsoft's such that Microsoft could not be made whole by any monetary award, (c) if Defendants' wrongful conduct is allowed to continue, the public is likely to become further confused, mistaken, or deceived as to the source, origin or authenticity of the infringing materials, and (d) Defendants' wrongful conduct, and the resulting damage to Microsoft, is continuing.
- 38. Microsoft is also entitled to recover its attorneys' fees and costs of suit. 15 U.S.C. § 1117.

Third Claim

[False Designation Of Origin, False Description And Representation Of Microsoft Packaging – 15 U.S.C. § 1125 et seq.]

Against Defendants

- 39. Microsoft repeats and incorporates by this reference each and every allegation set forth in paragraphs 1 through 38, inclusive.
- 40. Because Microsoft advertises, markets, distributes, and licenses its software under the trademarks and service mark described in this Complaint, these trademarks and service mark are the means by which Microsoft's software is distinguished from the software or products of others in the same field or related fields.
- 41. Because of Microsoft's long, continuous, and exclusive use of these trademarks and service mark, they have come to mean, and are understood by customers, end users, and the public to signify, software or services of Microsoft.
- 42. Microsoft has also designed distinctive and aesthetically pleasing displays, logos, icons, graphic images, and packaging (collectively, "Microsoft visual designs") for its software programs.
- 43. Defendants' wrongful conduct includes the use of Microsoft's marks, name, and/or imitation visual designs, specifically displays, logos, icons, graphic designs, and/or packaging virtually indistinguishable from Microsoft visual designs, in connection with their goods and services.
- 44. Upon information and belief, Defendants engaged in such wrongful conduct with the willful purpose of misleading, deceiving, or confusing customers and the public as to the origin and authenticity of the goods and services offered, marketed or distributed in connection with Microsoft's marks, name, and imitation visual designs, and of trading upon Microsoft's goodwill and business reputation. Defendants' conduct constitutes (a) false designation of origin, (b) false or misleading description, and (c) false or misleading representation that the imitation

visual images originate from or are authorized by Microsoft, all in violation of § 43(a) of the Lanham Trademark Act, set forth at 15 U.S.C. § 1125(a).

- 45. Defendants' wrongful conduct is likely to continue unless restrained and enjoined.
- 46. As a result of Defendants' wrongful conduct, Microsoft has suffered and will continue to suffer damages. Microsoft is entitled to injunctive relief and to an order compelling the impounding of all imitation marks and visual designs being used, offered, advertised, marketed, installed, or distributed by Defendants. Microsoft has no adequate remedy at law for Defendants' wrongful conduct because, among other things, (a) Microsoft's marks, name and visual designs are unique and valuable property which have no readily-determinable market value, (b) Defendants' advertising, marketing, installation, or distribution of imitation visual designs constitutes harm to Microsoft such that Microsoft could not be made whole by any monetary award, and (c) Defendants' wrongful conduct, and the resulting damage to Microsoft, is continuing.

Fourth Claim

[Texas Common Law Unfair Competition]

Against Defendants

- 47. Microsoft realleges, and incorporates by this reference, each and every allegation set forth in paragraphs 1 through 46, inclusive.
- 48. The acts and conduct of Defendants as alleged above in this complaint constitute unfair competition pursuant to the common law of the State of Texas.
- 49. Defendants' acts and conduct as alleged above have damaged and will continue to damage Microsoft and have resulted in an illicit gain of profit to Defendants in an amount that is unknown at the present time.

Fifth Claim

[For Imposition Of A Constructive Trust Upon Illegal Profits]

Against Defendants

- 50. Microsoft repeats and incorporates by this reference each and every allegation set forth in paragraphs 1 through 49, inclusive.
- 51. Defendants' conduct constitutes deceptive, fraudulent, and wrongful conduct in the nature of passing off the infringing materials as genuine Microsoft software or related components approved or authorized by Microsoft.
- 52. By virtue of Defendants' wrongful conduct, Defendants have illegally received money and profits that rightfully belong to Microsoft.
- 53. Upon information and belief, Defendants hold the illegally received money and profits in the form of bank accounts, real property, or personal property that can be located and traced.
- 54. Defendants hold the money and profits they have illegally received as constructive trustees for the benefit of Microsoft.

Sixth Claim

[Accounting]

Against Defendants

- 55. Microsoft repeats and incorporates by this reference each and every allegation set forth in paragraphs 1 through 54, inclusive.
- 56. Microsoft is entitled, pursuant to 17 U.S.C. § 504 and 15 U.S.C. § 1117, to recover any and all profits of Defendants that are attributable to their acts of infringement.
- 57. Microsoft is entitled, pursuant to 17 U.S.C. § 504 and 15 U.S.C. § 1117, to actual damages or statutory damages sustained by virtue of Defendants' acts of infringement.
- 58. The amount of money due from Defendants to Microsoft is unknown to Microsoft and cannot be ascertained without a detailed accounting by Defendants of the precise number of units of infringing material offered for distribution and distributed by Defendants.

PRAYER FOR RELIEF

WHEREFORE, Microsoft respectfully requests judgment as follows:

- (1) That the Court enter a judgment against Defendants as indicated below:
- (a) that Defendants have willfully infringed Microsoft's rights in the following federally registered copyrights, in violation of 17 U.S.C. § 501:
 - (1) TX 5-407-055 ("Windows XP Professional");
 - (2) TX 5-837-617 ("Office 2003 Professional");
 - (3) TX 5-837-636 ("Office Excel 2003");
 - (4) TX 5-900-087 ("Office Outlook 2003");
 - (5) TX 5-852-649 ("Office PowerPoint 2003");
 - (6) TX 5-837-618 ("Publisher 2003");
 - (7) TX 5-900-088 ("Office Word 2003");
 - (8) TX 5-877-513 ("Business Contact Manager for Outlook 2003"); and
 - (9) TX 5-901-713 ("Access 2003");
- (b) that Defendants have willfully infringed Microsoft's rights in the following federally registered trademarks and service mark, in violation of 15 U.S.C. § 1114:
 - (1) 1,200,236 ("MICROSOFT");
 - (2) 1,256,083 ("MICROSOFT");
 - (3) 1,872,264 ("WINDOWS");
 - (4) 2,744,843 (COLORED FLAG DESIGN);
 - (5) 1,475,795 ("POWERPOINT");
 - (6) 1,741,086 ("MICROSOFT ACCESS");
 - (7) 2,188,125 ("OUTLOOK"); and
 - (8) 2,999,281 (COLOR FOUR SQUARE LOGO);

- (c) that Defendants have committed and are committing acts of false designation of origin, false or misleading description of fact, and false or misleading representation against Microsoft, in violation of 15 U.S.C. § 1125(a);
- (d) that Defendants have engaged in unfair competition in violation of Texas common law; and
- (e) that Defendants have otherwise injured the business reputation and business of Microsoft by the acts and conduct set forth in this Complaint.
- (2) That the Court issue injunctive relief against Defendants, and that Defendants, their directors, principals, officers, agents, representatives, servants, employees, attorneys, successors and assigns, and all others in active concert or participation with Defendants, be enjoined and restrained from:
- (a) imitating, copying, or making any other infringing use or infringing distribution of the software programs, components and/or items now or hereafter protected by the following copyright Certificate Registration Nos.:
 - (1) TX 5-407-055 ("Windows XP Professional");
 - (2) TX 5-837-617 ("Office 2003 Professional");
 - (3) TX 5-837-636 ("Office Excel 2003");
 - (4) TX 5-900-087 ("Office Outlook 2003");
 - (5) TX 5-852-649 ("Office PowerPoint 2003");
 - (6) TX 5-837-618 ("Publisher 2003");
 - (7) TX 5-900-088 ("Office Word 2003");
 - (8) TX 5-877-513 ("Business Contact Manager for Outlook 2003");

and

(9) TX 5-901-713 ("Access 2003");

or the software programs, components and/or items protected by the following Trademark Registration Nos.:

(1) 1,200,236 ("MICROSOFT");

- (2) 1,256,083 ("MICROSOFT");
- (3) 1,872,264 ("WINDOWS");
- (4) 2,744,843 (COLORED FLAG DESIGN);
- (5) 1,475,795 ("POWERPOINT");
- (6) 1,741,086 ("MICROSOFT ACCESS");
- (7) 2,188,125 ("OUTLOOK"); and
- (8) 2,999,281 (COLOR FOUR SQUARE LOGO);

and any other items or works now or hereafter protected by any Microsoft trademark or copyright;

- (b) manufacturing, assembling, producing, distributing, offering for distribution, circulating, selling, offering for sale, advertising, importing, promoting, or displaying any software program, component, and/or item bearing any simulation, reproduction, counterfeit, copy, or colorable imitation of any of Microsoft's registered trademarks, service mark, or copyrights, including, but not limited to, the Trademark, Service Mark, and Copyright Registration Numbers listed in Sections (2)(a) above;
- (c) using any simulation, reproduction, counterfeit, copy, or colorable imitation of Microsoft's registered trademarks, service mark, or copyright including, but not limited to the Trademark, Service Mark, and Copyright Registration Numbers listed in Section (2)(a) above, in connection with the manufacture, assembly, production, distribution, offering for distribution, circulation, sale, offering for sale, import, advertisement, promotion, or display of any software program, component, and/or item not authorized or licensed by Microsoft;
- (d) using any false designation of origin or false or misleading description or false or misleading representation that can or is likely to lead the trade or public or individuals erroneously to believe that any software program, component, and/or item has been manufactured, assembled, produced, distributed, offered for distribution, circulation, sold, offered for sale, imported, advertised, promoted, displayed, licensed, sponsored, approved, or authorized by or for Microsoft, when such is not true in fact;

- (e) engaging in any other activity constituting an infringement of any of Microsoft's trademarks, service mark and/or copyrights, or of Microsoft's rights in, or right to use or to exploit, these trademarks, service mark, and/or copyrights; and
- (f) assisting, aiding, or abetting any other person or business entity in engaging in or performing any of the activities referred to in subparagraphs (a) through (e) above.
- (3) That the Court enter an order of impoundment pursuant to 15 U.S.C. § 1116(a)(d)(1)(A), 17 U.S.C. §§ 503 and 509(a), and 28 U.S.C. § 1651(a) impounding all counterfeit and infringing copies of purported Microsoft software and/or materials bearing any of Microsoft's trademarks or service mark, and any related item, including business records, that is in Defendants' possession or under their control;
- (4) That the Court enter an order declaring that Defendants hold in trust, as constructive trustees for the benefit of Microsoft, their illegal profits obtained from their distribution of counterfeit and infringing copies of Microsoft's software, and requiring Defendants to provide Microsoft a full and complete accounting of all amounts due and owing to Microsoft as a result of Defendants' illegal activities.
- (5) That the Court order Defendants to pay Microsoft's general, special, actual, and statutory damages as follows:
- (a) Microsoft's damages and Defendants' profits pursuant to 17 U.S.C. § 504(b), or alternatively, enhanced statutory damages pursuant to 17 U.S.C. § 504(c), and 17 U.S.C. § 504(c)(2), for Defendants' willful infringement of Microsoft's copyrights;
- (b) Microsoft's damages and Defendants' profits pursuant to 15 U.S.C. § 1117(a), trebled pursuant to 15 U.S.C. § 1117(b) for Defendants' willful violation of Microsoft's registered trademarks and service mark, or in the alternative, statutory damages pursuant to 15 U.S.C. §1117(c) for each counterfeit mark; and
- (c) Microsoft's damages and Defendants' profits pursuant to Texas common law.

- (6) That the Court order Defendants to pay to Microsoft both the costs of this action and the reasonable attorneys' fees incurred by it in prosecuting this action; and
- **(7)** That the Court grant to Microsoft such other and additional relief as is just and proper.

Respectfully submitted,

Dated: December 1, 2009

David W. Klaudt

David W. Klaudt State Bar No. 00796073 Locke Lord Bissell & Liddell LLP 2200 Ross Avenue, Ste. 2200 Dallas, Texas 75201 (214) 740-8000 (Telephone) (214) 740-8800 (Facsimile)

John R. Nelson State Bar No. 00797144 Locke Lord Bissell & Liddell LLP 100 Congress Avenue, Suite 300 Austin, Texas 78701-4042 (512) 305-4700 (Telephone) (512) 305-4800 (Facsimile)

ATTORNEYS FOR PLAINTIFF MICROSOFT CORPORATION

DAL:0562314/00074:1874694v1

Exhibit

08/03/02 MON 13:45 PAA 4400041-4-

CERTIFICATE OF REGISTRATION



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Gode, attests that registration has been made for the work identified below. The information on this certificate, has been made a part of the Copyright Office records.

Merybeth Peters

FORM TX
For a Mondromatic Ularary Work
UNITED STATES COPYRIGHT OFFICE



EFFECTIVE DATE OF RECEIPTRATION

Nov. 6, 2001

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Exhibit 3

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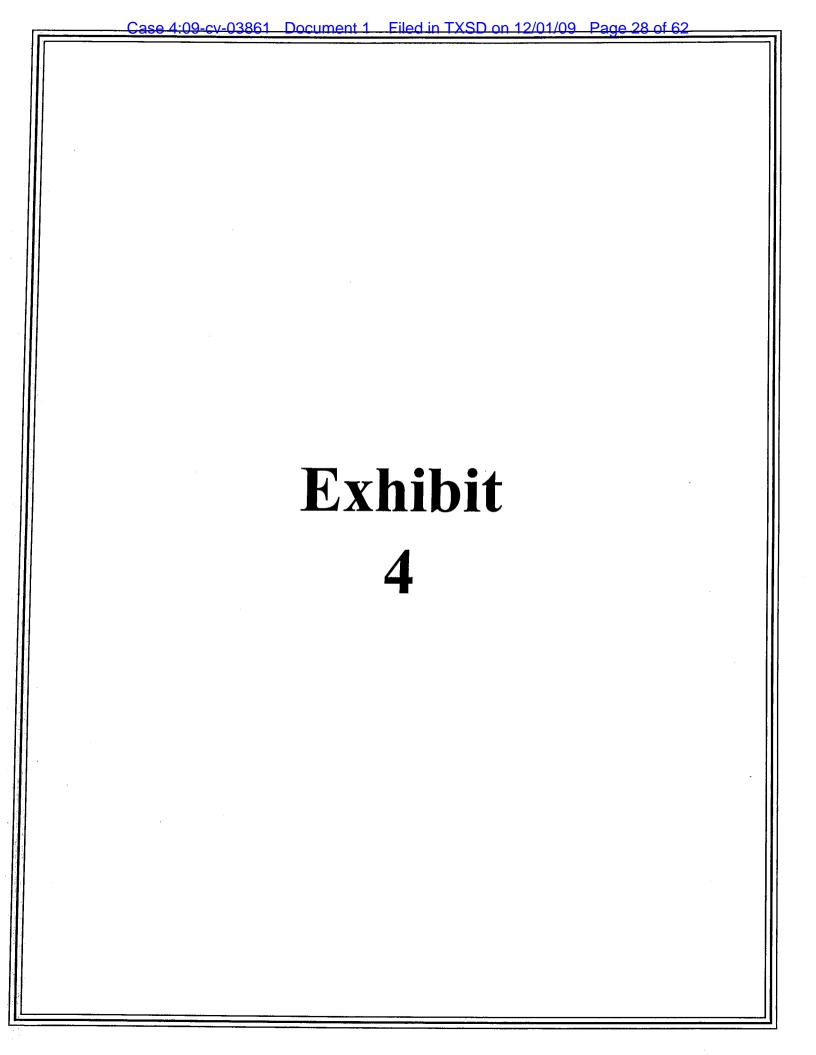
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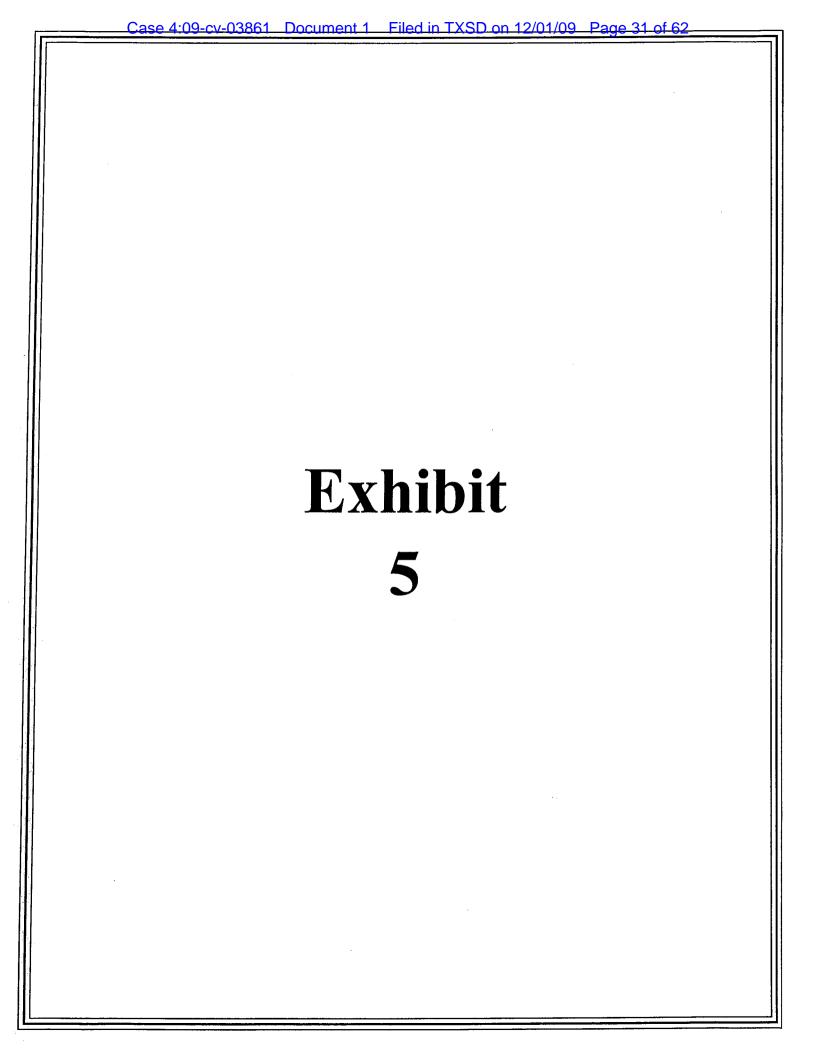
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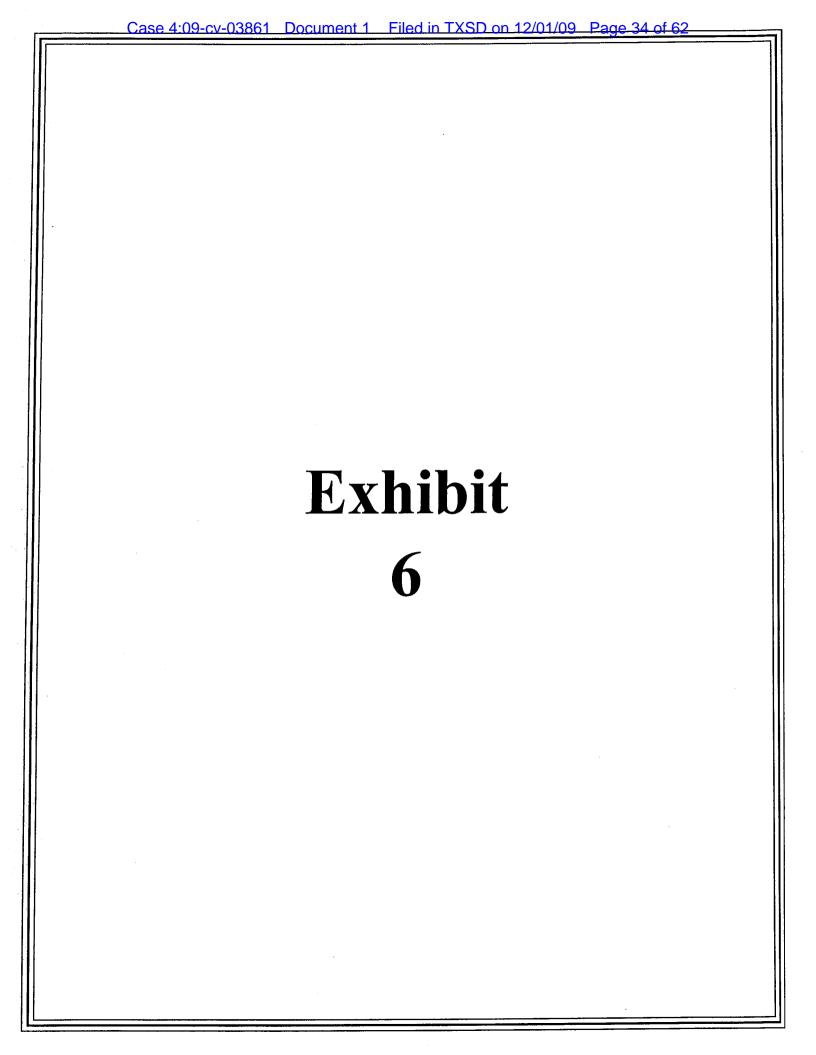
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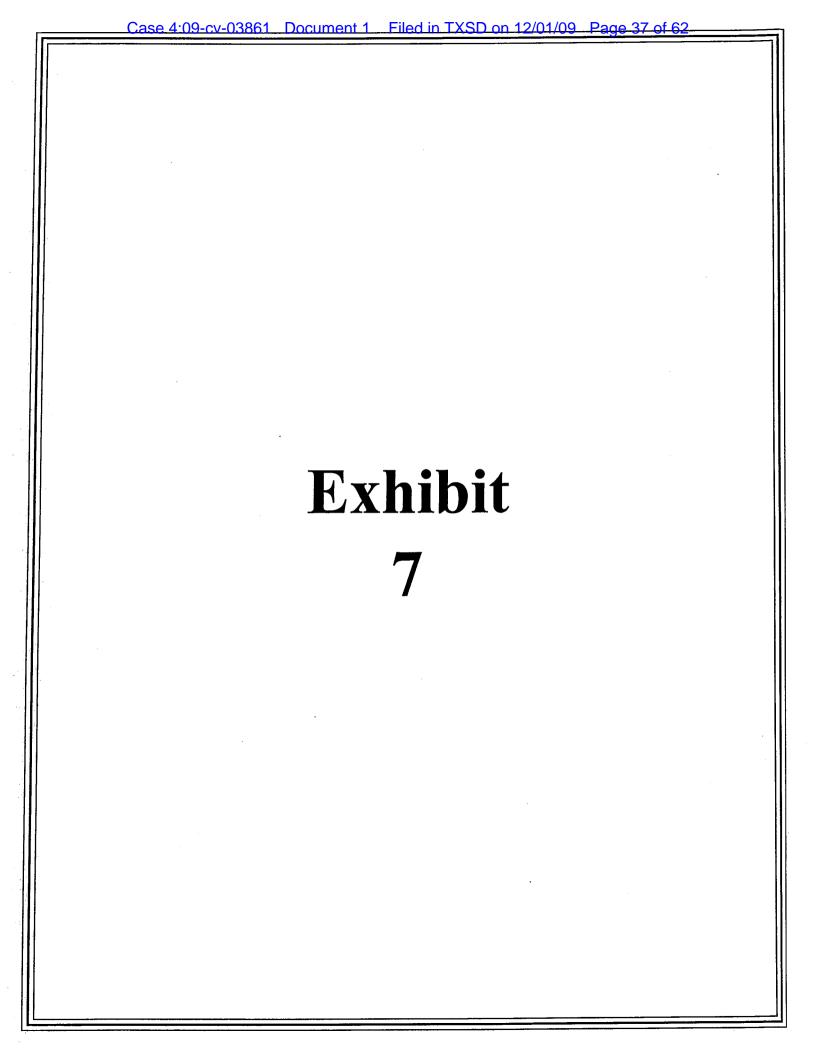
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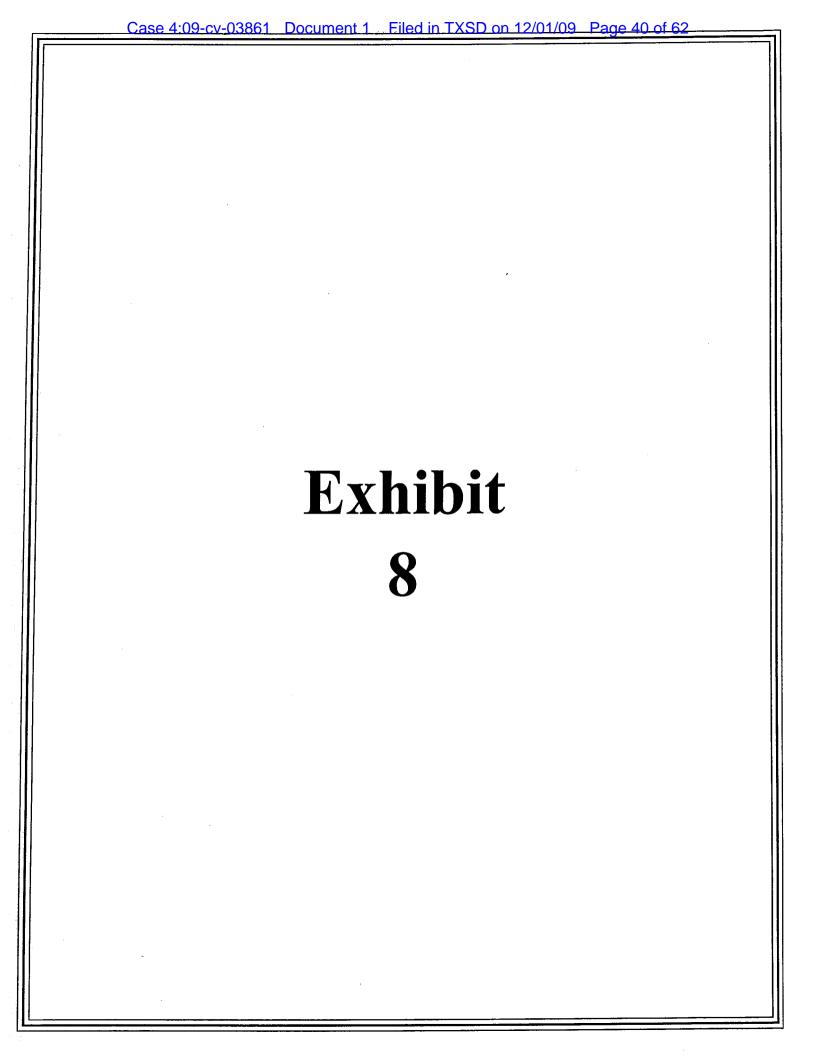
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Int. Cls.: 9 and 42

Prior U.S. Cls.: 26, 38 and 101

United States Patent and Trademark Office

Reg. No. 1,200,236.
Registered Jul. 6, 1982

TRADEMARK SERVICE MARK Principal Register

MICROSOFT

Microsoft (partnership) Suite 819 10800 NE. 8th Bellevue, Wash. 98004

For: COMPUTER PROGRAMS, in CLASS 9 (U.S. Cls. 26 and 38).
First use Nov. 12, 1975; in commerce Nov. 12,

For: COMPUTER PROGRAMMING SER-

VICES, in CLASS 42 (U.S. Cl. 101).

First use Nov. 12, 1975; in commerce Nov. 12, 1975

Ser. No. 236,080, filed Oct. 22, 1979.

B. H. VERTIZ, Primary Examiner

CHERYL LYNNE HENDERSON, Examiner

Certificate of Correction

Registered July 6, 1982

Registration No. 1,200,236

Microsoft Corporation, by change of name and assignment from Microsoft

It is hereby certified that the above identified registration is in error requiring

It is hereby certified that the above identified registration is in error requiring correction as follows:

In the statement, column 1, before line 1, Microsoft Corporation (Washington corporation), 10700 Northup Way, Bellevue, Wash. 98004, by change of name and assignment from should be inserted.

The said registration should be read as corrected above. Signed and sealed this 3rd day of April 1984.

Attest: Muhilippy

Bud Mounishy

Prior U.S. Cl.: 38

United States Patent and Trademark Office

Reg. No. 1,256,083 Registered Nov. 1, 1983

TRADEMARK Principal Register

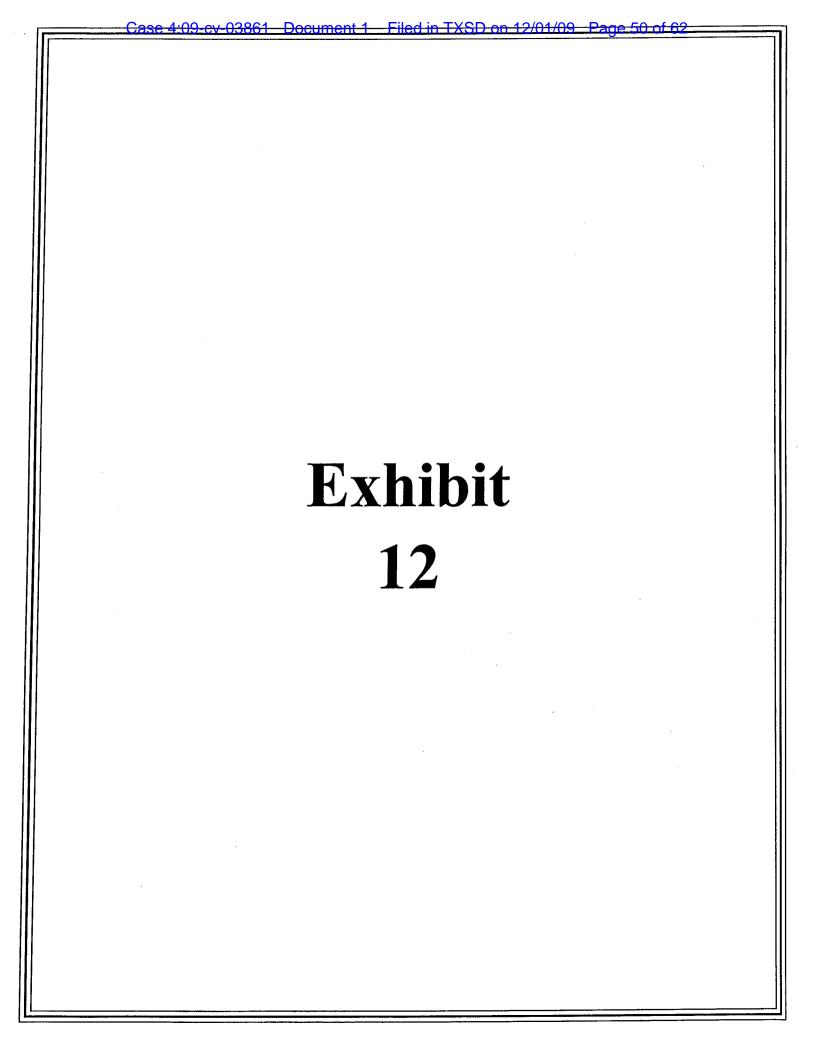
MICROSOFT

Microsoft Corporation (Washington corporation) 10700 Northup Way Bellevue, Wash. 98004 For: COMPUTER HARDWARE AND SOFT-WARE MANUALS; NEWSLETTER FEATURING INFORMATION ABOUT COMPUTER HARDWARE AND SOFTWARE AND GENERAL INFORMATION RELATING TO COMPUTERS FOR MANUFACTURERS, DISTRIBUTORS, AND USERS OF COMPUTERS AND COMPUTER DOCUMENTATION—NAMELY, REFERENCE, USER. INSTRUCTIONAL, AND GENERAL UTILITIES MANUALS AND DATA SHEETS FOR COMPUTER HARDWARE AND SOFTWARE USERS. in CLASS 16 (U.S. Cl. 38).

First use Nov. 1975; in commerce Nov. 1975.

Ser. No. 373,992, filed Jul. 12, 1982.

J. H. WEBB, Examining Attorney



Int. CL: 9

Prior U.S. Cl.: 38

United States Patent and Trademark Office Reg. No. 1,872,264 Reg. No. 1,872,264

TRADEMARK PRINCIPAL REGISTER

WINDOWS

MICROSOFT CORPORATION (DELAWARE CORPORATION)
ONE MICROSOFT WAY
REDMOND, WA 98026399

FOR: COMPUTER PROGRAMS AND MANUALS SOLD AS A UNIT; NAMELY, GRAPHICAL OPERATING ENVIRONMENT PROGRAMS FOR MICROCOMPUTERS, IN CLASS 9 (U.S. CL. 38).

FIRST USE 10-18-1983; IN COMMERCE 10-18-1983.

SEC. 2(F).

SER. NO. 74-090,419, FILED 8-20-1990.

ESTHER BELENKER, EXAMINING ATTORNEY

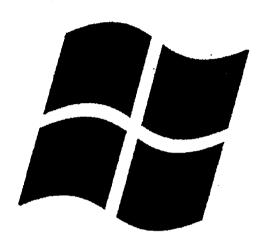
Prior U.S. Cls.: 21, 23, 26, 36, and 38

Reg. No. 2,744,843

United States Patent and Trademark Office

Registered July 29, 2003

TRADEMARK PRINCIPAL REGISTER



MICROSOFT CORPORATION (WASHINGTON CORPORATION) ONE MICROSOFT WAY REDMOND, WA 980526399

FOR: COMPUTER SOFTWARE, NAMELY, OPER-ATING SYSTEM PROGRAMS AND UTILITIES, WORD PROCESSING PROGRAMS, ADDRESS BOOK PROGRAMS, CALCULATOR PROGRAMS, TERMINAL EMULATION PROGRAMS, PRO-GRAMS FOR DOWNLOADING AND PLAYING AUDIO AND VIDEO, PROGRAMS FOR MANA-GING COMPUTER POWER SUPPLIES, PROGRAMS FOR USE IN TRANSMITTING DATA BETWEEN COMPUTERS AND OTHER ELECTRONIC DEVI-CES, COMPUTER MAINTENANCE PROGRAMS, PROGRAMS FOR PROVIDING ENHANCED SPE-CIAL EFFECTS WHILE RUNNING GAME PRO-GRAMS, PROGRAMS FOR USE IN ACCESSING AND PLAYING CDS AND DVDS, BROWSER PRO-GRAMS, ACCESSIBILITY PROGRAMS TO MAKE COMPUTERS MORE USEFUL FOR PERSONS WITH DISABILITIES; PAINT PROGRAMS, NAMELY, COMPUTER SOFTWARE FOR USE IN CREATING, EDITING AND COLORING DRAWINGS; ELEC-TRONIC MAIL PROGRAMS; PROGRAMS FOR ELECTRONIC CONFERENCING: COMPUTER SOFTWARE FOR PLAYING VIDEO AND ELEC-TRONIC GAMES AND COMPUTER GAMES; USER MANUALS THEREFOR SOLD AS A UNIT THERE-WITH; COMPUTERS; COMPUTER HARDWARE; AND FULL LINE OF COMPUTER APPLICATION PROGRAMS; COMPUTER PERIPHERALS; COMPU-

TER MICE AND POINTING DEVICES; HAND HELD COMPUTERS; DVD PLAYERS; DIGITAL CELLU-LAR PHONES; BLANK SMART CARDS, NAMELY. ENCODED ELECTRONIC CHIP CARDS CONTAIN-ING PROGRAMMING FOR VARIOUS BUSINESS AND TECHNICAL FUNCTIONS; COMMUNICA-TION SERVERS, AND COMPUTER APPLICATION PROGRAMS AND OPERATING SYSTEM PRO-GRAMS FOR USE THEREWITH; COMPUTER PRO-GRAMS FOR MANAGING COMMUNICATIONS AND DATA EXCHANGE BETWEEN COMPUTERS AND ELECTRONIC DEVICES; VIDEO GAME MA-CHINES FOR USE WITH TELEVISIONS AND COM-PUTERS, AND OPERATING SYSTEM SOFTWARE FOR USE THEREWITH; OPERATING SYSTEM SOFTWARE FOR USE IN PLAYING ELECTRONIC GAMES: COMPUTER HARDWARE AND PERIPH-ERALS; COMPUTER KEYBOARDS; COMPUTER AND VIDEO GAME JOYSTICKS; VIDEO GAME INTERACTIVE CONTROL FLOOR PADS, IN CLASS 9 (U.S. CLS. 21, 23, 26, 36 AND 38).

FIRST USE 3-26-2001; IN COMMERCE 3-26-2001.

OWNER OF U.S. REG. NOS. 1,815,350, 1,816,354, AND OTHERS.

THE MARK CONSISTS OF A FLAG DESIGN. THE UPPER LEFT PORTION OF THE FLAG IS RED, THE LOWER LEFT PORTION IS BLUE, THE UPPER RIGHT PORTION IS GREEN, AND THE LOWER RIGHT PORTION IS YELLOW. COLOR IS CLAIMED AS PART OF THE MARK.

Reg. No. 1,475,795 d Feb. 9, 1986

Eat. CL: 9

Prior U.S. CL; 38

United States Patent and Trademark Office

Corrected

Reg. No. 1,475,795 Registered Feb. 9, 1988 OG Dete June 28, 1988

TRADEMARK PRINCIPAL REGISTER

POWERPOINT

COMMERC

987.

MICROSOFT CORPORATION (DELA-WARE CORPORATION)
BOX 97011
IGH NE WAY
RODHOND, WA 93019711, ASSIGNEE
OF FORETHOUGHT, INC. (CALIFOR-NIA CORPORATION) SURNIYVALE, FOR: PREKEONDED COMPUTER PROGRAMS RECORDED ON MAGNET-IC DUSKS, IN CLASS 9 (U.S. CL. 11).

FIRST USE 4-20-1917; IN COMMERCE 4-20-1917.

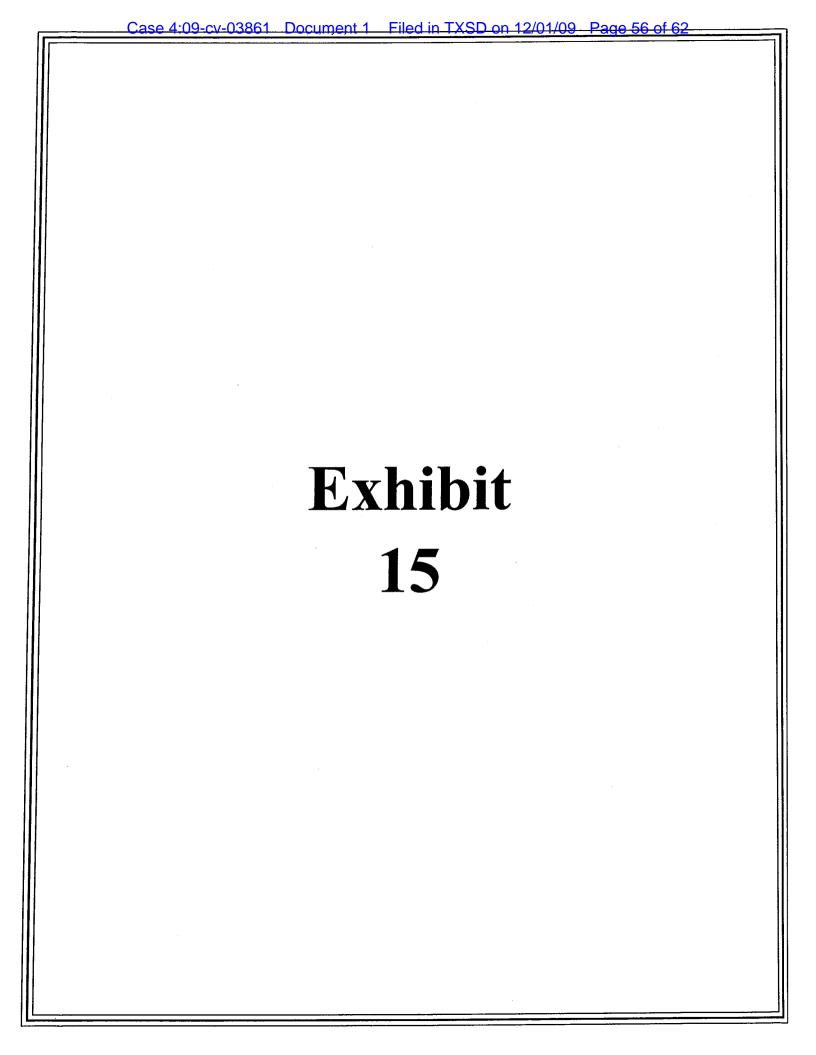
MING ATTO

SER. NO. 669,715, FILED 6-29-1987.



In testimony whereof I have hereunto set my hand and caused the seal of The Patent and Trademark Office to be affixed on June 28, 1988.

COMMISSIONER OF PATENTS AND TRADEMARKS



Prior U.S. Cl.: 38

United States Patent and Trademark Office Registered Dec. 22, 1997

TRADEMARK PRINCIPAL REGISTER

MICROSOFT ACCESS

MICROSOFT CORPORATION (DELAWARE CORPORATION)
ONE MICROSOFT WAY REDMOND, WA 180526399

FIRST USE 9-19-1985; IN COMMERCE 9-19-1985. OWNER OF U.S. REG. NOS. 1,200,236, 1,682,075 AND OTHERS.

FOR: COMPUTER PROGRAMS FOR USE WITH DATA BASES AND MANUALS THERE-FOR, SOLD AS A UNIT, IN CLASS 9 (U.S. CL. 38).

SER. NO. 74-272,857, FILED 5-6-1992

KATHLEEN COONEY, EXAMINING ATTOR-NEY

Prior U.S. Cls.: 21, 23, 26, 36, and 38

United States Patent and Trademark Office

Reg. No. 2,188,125 Registered Sep. 8, 1998

TRADEMARK PRINCIPAL REGISTER

OUTLOOK

MICROSOFT CORPORATION (WASHINGTON CORPORATION)
ONE MICROSOFT WAY
REDMOND, WA 980526399 MICROSOFT CORPORATION (WASHINGTON CORPORATION)

FOR: COMPUTER PROGRAMS FOR PROVIDING ENHANCED ELECTRONIC MAIL
AND SCHEDULING CAPABILITIES, FOR USE
BY INDIVIDUAL. COMPUTER USERS,
NAMELY, COMPUTER PROGRAMS FOR MANAGING, VIEWING, AND EDITING FILES,
DOCUMENTS, ELECTRONIC MAIL MESSAGES AND PRIVATE NETWORK AND
GLOBAL COMPUTER NETWORK COMMUNICATIONS; COMPUTER PROGRAMS FOR
MEETING AND EVENT SCHEDULING, MAN-

AGING GROUP CALENDARS, TASK DELE-GATION AND REPORTING, RECORDING NOTES, TRANSFERRING DATA TO AND FROM DATA BASES AND TO AND FROM DATA BASES AND TO AND FROM COMPUTER PROGRAMS AND COMPUTER PILES; ADDRESS BOOK PROGRAMS, TELE-PIIONE DIALING PROGRAMS, PROGRAMS FOR CORRECTING TYPOGRAPHICAL AND CAPITALIZATION ERRORS, PROGRAMS FOR TALLYING VOTING RESPONSES; AND INSTRUCTION MANUALS THEREFOR SOLD AS A UNIT, IN CLASS 9 (U.S. CLS. 21, 23, 26, 36 AND 38).

FIRST USE 1-1-1997; IN COMMERCE 1-1-1997.

SN 75-053,439, FILED 2-5-1996.

FRANCES G. SMITH, EXAMINING ATTORNEY

Prior U.S. Cls.: 21, 23, 26, 36 and 38

United States Patent and Trademark Office

Reg. No. 2,999,281

Registered Sep. 20, 2005

OG Date May 16, 2006 TRADEMARK



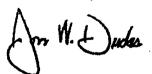


MICROSOFT CORPORATION (WASHINGTON CORPORATION)
ONE MICROSOFT WAY
REDMOND, WA 980526399
THE MARK CONSISTS OF FOUR
SQUARE CROSS-SECTION SOLIDS EACH
HAVING A GENERALLY SQUARESHAPED FRAME EXTENDING OUTWARDLY THEREFROM. COLOR IS
CLAIMED AS A PART OF THE MARK.
THE UPPER LEFT-HAND FRAME IS
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UPPER LEFT-HAND SQUARE IS ORANGE THE UPPER RIGHT-HAND
FRAME AND SQUARE ARE BLUE THE
LOWER LEFT-HAND FRAME AND
SQUARE ARE YELLOW. THE LOWER
RIGHT-HAND FRAME AND
SQUARE ARE YELLOW. THE LOWER
RIGHT-HAND FRAME AND
SQUARE ARE YELLOW. THE LOWER
RIGHT-HAND FRAME AND SQUARE

FOR: COMPUTER SOFTWARE, NAMELY, COMPUTER SERVER SOFT-WARE FOR USE IN REAL-TIME COMMUNICATIONS FEATURING INSTANT MESSAGING, AUDIO, VIDEO AND DATA EXCHANGE, WEB CONFERENCING AND DOCUMENT SHARING; COMPUTER UTILITY PROGRAMS; COMPUTER SECURMENT PROGRAMS; COMPUTER SECUR-

ITY AND AUTHENTICATION SOFTWARE FOR CONTROLLING ACCESS TO AND COMMUNICATIONS WITH COMPUTERS; APPLICATION AND BUSINESS SOFTWARE FOR USE IN WORD PROCESSING, SPREADSHEETS, DATABASE MANAGEMENT. DATA COLLECTION, DATA ANALYSIS, GRAPHICS, CADACAM FOR GENERAL USE, PRESENTATION GRAPHICS. EMAIL, CALENDAR, SCHEDULING, MANAGING MAILING ADDRESS, TELEPHONE, EMAIL ADDRESS AND OTHER CONTACT INFORMATION, MAPPING, GEOGRAPHICAL LOCATIONS, ACCOUNTING, CUSTOMER RELATIONSHIP MANAGEMENT, PROJECT MANAGEMENT, DESKTOP PUBLISHING, AND WEB PUBLISHING; COMPUTER GAME SOFTWARE; COMPUTER COMMUNICATIONS SOFTWARE FOR MANAGING THE EXCHANGE OF COMMUNICATIONS NOTWER FOR MANAGING THE EXCHANGE OF COMMUNICATIONS NETWORKS; WIRELESS NETWORKS, AND GLOBAL COMMUNICATIONS SOFTWARE FOR USE IN

In testimony whereof I have hereunto set my hand and caused the seal of The Patent and Trademark Office to be affixed on May 16, 2006.



DIRECTOR OF THE U.S. PATENT AND TRADEMARK OFFICE

ACCESSING WEBSITES AND EXCHANGING INFORMATION AND DATA AND OBTAINING SERVICES FROM WEBSITES, ALL IN THE FIELDS OF BUSINESS AND BUSINESS MANAGEMENT AND INFORMATION; COMPUTER SOFTWARE FOR USE IN DEVELOPING WEBSITES, OPERATING ELECTRONIC MAIL AND PROVIDING COMPUTER SECURITY; COMPUTER E-COMMERCE SOFTWARE TO ALLOW USERS TO PERFORM ELECTRONIC BUSINESS TRANSACTIONS VIA A GLOBAL COMPUTER NETWORK; COMPUTER SOFTWARE FOR NOTE-TAKING, NAMELY, COMPU-

TER SOFTWARE FOR RECORDING, ORG A NIZING, EDITING A ND
TRANSMITTING INFORMATION IN
TYPED, HANDWRITTEN AND VOICE
FORMAT: COMPUTER COMMUNICATIONS SOFTWARE FOR ACCESSING
WEB MESSAGING AND SHARED DOCUMENTS FROM WEBSITES ON THE INTERNET; AND HOUSE MARK FOR A
FULL LINE OF BUSINESS SOFTWARE
APPLICATIONS, IN CLASS 9 (U.S. CLS.
21, 23, 26, 36 AND 38).
FIRST USE 2:14-2003; IN COMMERCE
2-19-2003.
SER. NO. 78-976,277, FILED 11-25-2002.

In testimony whereof I have hereunto set my hand and caused the seal of The Patent and Trademark Office to be affixed on May 16, 2006.

DIRECTOR OF THE U.S. PATENT AND TRADEMARK OFFICE